



RECORDATION NO. 26840-A FILED

MAY 01 '07 -3 43 PM

SURFACE TRANSPORTATION BOARD

May 1, 2007

Mr. Vernon Williams  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Mr. Williams:

Please find attached, one copy of the Memorandum of Assignment and Assumption Agreement dated March 27, 2007, between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Minneapolis, MN 55402

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (15) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated March 27, 2007 related to fifteen (15) railcars bearing reporting marks: AIPX 106-112, 114, 116, 119, 201, 205, 207, 208 & 222.

Please file this as a secondary document under Recordation No. 26840-A as it relates to documents previously filed with the Surface Transportation Board under Recordation No. 26840. The filing fee in the amount of \$34.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

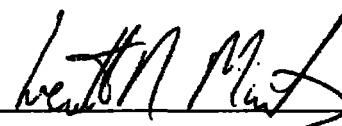
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of March 27, 2007 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated February 15, 2007 for fifteen (15) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of March 27, 2007.

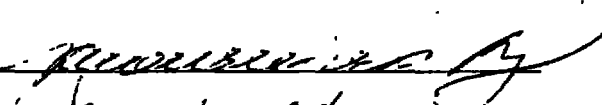
**THE DAVID J. JOSEPH COMPANY**

By: 

Name: Everett N. Martin

Title: Assistant Corporate Secretary

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: 

Name: Margaret L. Martin

Title: AVP

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 27<sup>th</sup> day of March, 2007, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Everett N. Martin, to me personally known, who stated and acknowledged that he is the Assistant Corporate Secretary of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27<sup>th</sup> day of March, 2007.

  
(Notary Signature)

My commission expires:

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**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF MINNESOTA )  
COUNTY OF Hennepin ) SS:

On this 24<sup>th</sup> day of April, 2007, before me the subscriber, Michael Alex Underwood, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Jacqueline Barragan, to me personally known, who stated and acknowledged that he/she is the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24<sup>th</sup> day of April, 2007.

  
(Notary Signature)

My commission expires:

1/31/08

**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS**

Fifteen (15) railcars bearing reporting marks:

AIPX 106  
AIPX 107  
AIPX 108  
AIPX 109  
AIPX 110  
AIPX 111  
AIPX 112  
AIPX 114  
AIPX 116  
AIPX 119  
AIPX 201  
AIPX 205  
AIPX 207  
AIPX 208  
AIPX 222

**LEASE:** Dated February 15, 2007 by and between The David J. Joseph Company and FPT Cleveland, LLC, with Ferrous Processing and Trading Company as Guarantor of the Lease by a guaranty agreement dated February 19, 2007.